

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

**D.N.J. LBR 2016-1, FEE APPLICATION COVER SHEET**

IN RE: Frank Theaters Bayonne/South Cove, LLC, APPLICANT: Pachulski Stang Ziehl & Jones  
et al.<sup>1</sup> LLP

CASE NO.: 18-34808 (SLM) CLIENT: Official Committee of  
Unsecured Creditors

CHAPTER: 11 CASE FILED: December 19, 2018

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SECTION I  
FEE SUMMARY

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	<u>FEES</u>	<u>EXPENSES</u>
Total Previous Fee Requested:	\$0.00	\$0.00
Total Fees Allowed To Date:	\$0.00	\$0.00
Total Retainer (If Applicable):	\$0.00	\$0.00
Total Holdback (If Applicable)	\$0.00	\$0.00

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<sup>1</sup> The Debtors in these chapter 11 cases (the “Chapter 11 Cases”) and the last four digits of each Debtor’s taxpayer identification number are as follows: Frank Theatres Bayonne/South Cove, LLC (3162); Frank Entertainment Group, LLC (3966); Frank Management LLC (0186); Frank Theatres, LLC (5542); Frank All Star Theatres, LLC (0420); Frank Theatres Blacksburg LLC (2964); Frank Theatres Delray, LLC (7655); Frank Theatres Kingsport LLC (5083); Frank Theatres Montgomeryville, LLC (0692); Frank Theatres Parkside Town Commons LLC (9724); Frank Theatres Rio, LLC (1591); Frank Theatres Towne, LLC (1528); Frank Theatres York, LLC (7779); Frank Theatres Mt. Airy, LLC (7429); Frank Theatres Southern Pines, LLC (2508); Frank Theatres Sanford, LLC (7475); Frank Theatres Shallotte, LLC (7548); Revolutions at City Place LLC (6048); Revolutions of Saucon Valley LLC (1135); Frank Entertainment Rock Hill LLC (0753); Frank Entertainment PSL, LLC (7033); Frank Hospitality Saucon Valley LLC (8570); Frank Hospitality York LLC (6617); and Galleria Cinema, LLC (2529).

NAME OF PROFESSIONAL	YEAR ADMITTED	TITLE/DEPARTMENT	HOURS	RATE	FEE
Feinstein, Robert J.	1982	Partner / Bankruptcy	14.10	\$1145.00	\$16,144.50
Hazan, Scott L.	1974	Partner / Bankruptcy	0.20	\$1145.00	\$229.00
Kevane, Henry C.	1986	Partner / Bankruptcy	14.70	\$1025.00	\$15,067.50
Morris, John A.	1991	Partner / Bankruptcy	10.30	\$1025.00	\$10,557.50
Sandler, Bradford J.	1996	Partner / Bankruptcy	43.00	\$975.00	\$41,925.00
*Sandler, Bradford J. (travel time)	1996	Partner / Bankruptcy	15.00	\$487.50	\$7,312.50
Litvak, Maxim B.	1997	Partner / Bankruptcy	13.80	\$925.00	\$12,765.00
Cho, Shirley S.	1997	Counsel / Bankruptcy	35.30	\$895.00	\$31,593.50
Golden, Steven W.	2015	Associate / Bankruptcy	15.20	\$575.00	\$8,740.00
Forrester, Leslie A.	N/A	Law Library Director	1.30	\$425.00	\$552.50
Canty, La Asia S.	N/A	Paralegal / Bankruptcy	19.30	\$395.00	\$7,623.50
Jeffries, Patricia J.	N/A	Paralegal / Bankruptcy	11.00	\$395.00	\$4,345.00
<b>Total Fees</b>			<b>193.20</b>		<b>\$156,855.50</b>
<b>Attorney Blended Rate</b>				<b>\$893.16</b>	
<b>* Reflects 50% rate reduction due to non-working travel time</b>					

FEE TOTALS - PAGE 2	<b>\$156,855.50</b>
DISBURSEMENTS TOTALS - PAGE 3	<b><u>\$ 3,730.53</u></b>
TOTAL FEE APPLICATION	<b>\$160,586.03</b>
MINUS 20% HOLDBACK	<b><u>- \$31,371.10</u></b>
AMOUNT SOUGHT AT THIS TIME	<b>\$129,214.93</b>

**SECTION II - SUMMARY OF SERVICES**

<b>SERVICES RENDERED</b>	<b>HOURS</b>	<b>FEE</b>
Asset Disposition	0.20	\$195.00
Bankruptcy Litigation	15.40	\$14,314.00
Case Administration	15.20	\$7,973.00
Claims Admin/Objections	4.80	\$4,456.00
Compensation of Prof./Others	2.40	\$2,300.00
Executory Contracts	0.10	\$97.50
Financial Filings	11.10	\$5,434.50
First Day	1.50	\$1,717.50
Financing	69.20	\$63,985.00
General Creditors Committee	11.80	\$8,184.00
Hearing	0.50	\$530.50
Operations	7.20	\$7,088.00
Plan & Disclosure Statement	26.80	\$24,426.00
PSZ&J Retention	3.20	\$1,372.00
Retention of Professionals	2.90	\$2,659.50
Retention of Professionals / Other	5.90	\$4,810.50
Travel	15.00	\$7,312.50
<b>TOTAL:</b>	<b>193.20</b>	<b>\$156,855.50</b>

**SECTION III - SUMMARY OF DISBURSEMENTS**

	<b>AMOUNT</b>
Bloomberg	\$94.60
Lexis/Nexis- Legal Research	\$208.43
PACER - Court Research	\$176.10
Reproduction/ Scan Copy	\$217.40
Research (Parasec)	\$3,034.00
<b>TOTAL DISBURSEMENTS</b>	<b>\$3,730.53</b>

I certify under penalty of perjury that the foregoing is true and correct.

Dated: February 21, 2019

/s/ Bradford J. Sandler  
Bradford J. Sandler

**RIKER, DANZIG, SCHERER, HYLAND &  
PERRETTI LLP**

Joseph L. Schwartz (JS-5525)

Tara J. Schellhorn (TS-8155)

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**PACHULSKI STANG ZIEHL & JONES LLP**

Bradford J. Sandler (NJ Bar No. BS-1367)

Robert J. Feinstein (admitted *pro hac vice*)

780 Third Avenue, 34<sup>th</sup> Floor

New York, NY 10017

Telephone: (212) 561-7700

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E-mail: bsandler@pszjlaw.com

rfeinstein@pszjlaw.com

*Counsel for the Official Committee  
of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

In re:

FRANK THEATRES BAYONNE/SOUTH COVE,  
LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-34808 (SLM)

(Jointly Administered)

**FIRST MONTHLY FEE STATEMENT OF PACHULSKI STANG ZIEHL & JONES  
LLP FOR THE PERIOD OF JANUARY 3, 2019 THROUGH JANUARY 31, 2019**

Name of applicant	Pachulski Stang Ziehl & Jones LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Effective Date of Retention	January 3, 2019
Period for Which Compensation and Reimbursement is Sought:	January 3, 2019 - January 31, 2019

<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: Frank Theatres Bayonne/South Cove, LLC (3162); Frank Entertainment Group, LLC (3966); Frank Management LLC (0186); Frank Theatres, LLC (5542); Frank All Star Theatres, LLC (0420); Frank Theatres Blacksburg LLC (2964); Frank Theatres Delray, LLC (7655); Frank Theatres Kingsport LLC (5083); Frank Theatres Montgomeryville, LLC (0692); Frank Theatres Parkside Town Commons LLC (9724); Frank Theatres Rio, LLC (1591); Frank Theatres Towne, LLC (1528); Frank Theatres York, LLC (7779); Frank Theatres Mt. Airy, LLC (7429); Frank Theatres Southern Pines, LLC (2508); Frank Theatres Sanford, LLC (7475); Frank Theatres Shallotte, LLC (7548); Revolutions at City Place LLC (6048); Revolutions of Saucon Valley LLC (1135); Frank Entertainment Rock Hill LLC (0753); Frank Entertainment PSL, LLC (7033); Frank Hospitality Saucon Valley LLC (8570); Frank Hospitality York LLC (6617); and Galleria Cinema, LLC (2529).

Compensation Sought as Actual, Reasonable and Necessary for Statement Period	\$156,855.50
Reimbursement of Expenses Sought as Actual, Reasonable and Necessary During Statement Period	\$3,730.53
Objection Deadline	March 11, 2019
Amount Payable After Objection Deadline (80% of fees, 100% of expenses):	\$129,214.93

In accordance with the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-3 and the Court's *Administrative Fee Order Establishing Certain Procedures for Allowance of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of this Court* entered on January 22, 2019 [Docket No. 152] (the "Administrative Order"), Pachulski Stang Ziehl & Jones LLP ("PSZ&J" or the "Firm"), counsel for the Official Committee of Unsecured Creditors of the above-captioned debtors and debtors in possession, submits this first monthly fee statement (the "First Monthly Fee Statement"), seeking compensation for services rendered and reimbursement of expenses incurred for the period from January 3, 2019 through January 31, 2019 (the "Statement Period"). By this First Monthly Fee Statement, PSZJ seeks payment in the amount of \$129,214.93, which is comprised of (i) eighty percent (80%) of the total amount of compensation sought for actual and necessary services rendered during the Statement Period and (ii) reimbursement of one hundred percent (100%) of actual and necessary expenses incurred in connection with such services.

Annexed hereto as **Exhibit A** are contemporaneously-maintained time and expense records for the services rendered during the Statement Period.

**TIME SUMMARY BY BILLING CATEGORY**  
For the Period of January 3, 2019 through January 31, 2019

<b>SERVICES RENDERED</b>	<b>HOURS</b>	<b>FEE</b>
Asset Disposition	0.20	\$195.00
Bankruptcy Litigation	15.40	\$14,314.00
Case Administration	15.20	\$7,973.00
Claims Admin/Objections	4.80	\$4,456.00
Compensation of Prof./Others	2.40	\$2,300.00
Executory Contracts	0.10	\$97.50
Financial Filings	11.10	\$5,434.50
First Day	1.50	\$1,717.50
Financing	69.20	\$63,985.00
General Creditors Committee	11.80	\$8,184.00
Hearing	0.50	\$530.50
Operations	7.20	\$7,088.00
Plan & Disclosure Statement	26.80	\$24,426.00
PSZ&J Retention	3.20	\$1,372.00
Retention of Professionals	2.90	\$2,659.50
Retention of Professionals / Other	5.90	\$4,810.50
Travel	15.00	\$7,312.50
<b>TOTAL:</b>	<b>193.20</b>	<b>\$156,855.50</b>

**TIME SUMMARY BY PROFESSIONAL**  
For the Period of January 3, 2019 through January 31, 2019

<b>NAME OF PROFESSIONAL</b>	<b>YEAR ADMITTED</b>	<b>TITLE/DEPARTMENT</b>	<b>HOURS</b>	<b>RATE</b>	<b>FEE</b>
Feinstein, Robert J.	1982	Partner / Bankruptcy	14.10	\$1145.00	\$16,144.50
Hazan, Scott L.	1974	Partner / Bankruptcy	0.20	\$1145.00	\$229.00
Kevane, Henry C.	1986	Partner / Bankruptcy	14.70	\$1025.00	\$15,067.50
Morris, John A.	1991	Partner / Bankruptcy	10.30	\$1025.00	\$10,557.50
Sandler, Bradford J.	1996	Partner / Bankruptcy	43.00	\$975.00	\$41,925.00
*Sandler, Bradford J. (travel time)	1996	Partner / Bankruptcy	15.00	\$487.50	\$7,312.50
Litvak, Maxim B.	1997	Partner / Bankruptcy	13.80	\$925.00	\$12,765.00
Cho, Shirley S.	1997	Counsel / Bankruptcy	35.30	\$895.00	\$31,593.50

Golden, Steven W.	2015	Associate / Bankruptcy	15.20	\$575.00	\$8,740.00
Forrester, Leslie A.	N/A	Law Library Director	1.30	\$425.00	\$552.50
Canty, La Asia S.	N/A	Paralegal / Bankruptcy	19.30	\$395.00	\$7,623.50
Jeffries, Patricia J.	N/A	Paralegal / Bankruptcy	11.00	\$395.00	\$4,345.00
<b>Total Fees</b>			<b>193.20</b>		<b>\$156,855.50</b>
<b>Attorney Blended Rate</b>				<b>\$893.16</b>	
<b>* Reflects 50% rate reduction due to non-working travel time</b>					

### EXPENSE SUMMARY

For the Period of January 3, 2019 through January 31, 2019

	AMOUNT
Bloomberg	\$94.60
Lexis/Nexis- Legal Research	\$208.43
PACER - Court Research	\$176.10
Reproduction/ Scan Copy	\$217.40
Research (Parasec)	\$3,034.00
<b>TOTAL DISBURSEMENTS</b>	<b>\$3,730.53</b>

### DESCRIPTION OF SERVICES PERFORMED DURING THE STATEMENT PERIOD

During the Statement Period, the Firm, among other things:

- reviewed and analyzed first day pleadings;
- corresponded with Dundon Advisers regarding sale issues;
- propounded informal document requests;
- conducted extensive analysis of the Debtors' assets and conferred and corresponded with parties regarding various issues with respect to the same;
- reviewed, organized and analyzed documents produced by the Debtors;
- maintained a memorandum of critical dates;
- participated on calls regarding various case issues;
- maintained and updated task lists;
- drafted an objection to the bar date motion and conferred and corresponded regarding the same;
- conferred and corresponded with parties regarding claims;
- reviewed professional fee applications;

- reviewed and analyzed schedules and statements of financial affairs;
- summarized schedules and statements of financial affairs;
- reviewed and analyzed all DIP financing related documents;
- drafted an outline of DIP issues and conferred and corresponded with counsel and estate professionals regarding DIP issues;
- prepared an objection to the DIP motion and conferred and corresponded regarding the same;
- coordinated lien searches and conducted analysis of same;
- reviewed and analyzed the draft DIP order and provided comments thereto;
- reviewed and analyzed parties' DIP objections;
- conferred and corresponded with parties re potential global case settlement;
- reviewed and analyzed various parties' loan documents and corresponded regarding the same;
- conferred and corresponded regarding the DIP hearing;
- prepared for and attended hearings;
- participated on Committee calls;
- prepared numerous summary memos to the Committee;
- attended in person meeting with case professionals;
- conferred and corresponded with parties regarding the Plan, RSA and related issues;
- prepared an objection to the RSA motion;
- prepared its retention application; and
- reviewed professionals' retention application and analyzed issues with respect to the same.

### **NOTICE AND OBJECTION PROCEDURES**

Notice of this First Monthly Fee Statement shall be given by email or hand or overnight delivery upon: (i) the Debtors, c/o Lowenstein Sandler LLP, One Lowenstein Drive, Roseland, NJ 07068, Attention: Kenneth A. Rosen, Esq., Joseph J. DiPasquale, Esq., Eric S. Chafetz, Esq., and Michael Papandrea, Esq.; (ii) The Office of the United States Trustee for the District of New Jersey, One Newark Center, Suite 2100, Newark, NJ 07102, Attention: Fran B. Steele, Esq.; (iii) counsel to Seacoast Capital Partners III, L.P. and certain affiliates, Dorsey & Whitney LLP, 300

Crescent Court, Suite 400, Dallas, TX 75201, Attention: Larry Makel, Esq. and Eric Lopez Schnabel, Esq.; (iv) counsel to Elm Park Capital Management, LLC and certain affiliates, Neligan LLP, Republic Center, 325 N. St. Paul, Suite 3600, Dallas, TX 75201, Attention: Patrick J. Neligan, Jr., Esq. and John D. Gaither, Esq.; and (v) all parties that have requested to receive notice pursuant to Bankruptcy Rule 2002 (each a “Notice Party” and collectively, the “Notice Parties”).

Objections to this First Monthly Fee Statement, if any, must be served upon the Notice Parties, and by hand or overnight delivery upon Pachulski Stang Ziehl & Jones LLP, 780 Third Avenue, 34<sup>th</sup> Floor, New York, NY 10017, Attn: Bradford J. Sandler, Esq., no later than March 11, 2019 at 4:00 p.m. (Prevailing Eastern Time) (the “Objection Deadline”), setting forth the nature of the objection and the specific amount of fees or expenses at issue. If no objections to this First Monthly Fee Statement are received by the Objection Deadline, the Debtors shall promptly pay PSZJ 80% of the fees and 100% of the expenses identified in this First Monthly Fee Statement.

*[remainder of page intentionally left blank]*

**RESERVATION OF RIGHTS**

It is possible that some professional time expended or expenses incurred by PSZJ during the Statement Period are not reflected in this Application. PSZJ reserves the right to include such amounts in future fee applications.

Dated: February 22, 2019

*/s/ Bradford J. Sandler*  
\_\_\_\_\_  
PACHULSKI STANG ZIEHL & JONES LLP  
Bradford J. Sandler (BS-1367)  
Robert J. Feinstein (admitted *pro hac vice*)  
780 Third Avenue, 34<sup>th</sup> Floor  
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Telephone: (212) 561-7700  
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-and-

RIKER, DANZIG, SCHERER, HYLAND & PERRETTI LLP  
Joseph L. Schwartz (JS-5525)  
Tara J. Schellhorn (TS-8155)  
Headquarters Plaza, One Speedwell Avenue  
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Telephone: (973) 583-0800  
Facsimile: (973) 583-1984  
Email: jschwartz@riker.com  
tschellhorn@riker.com

*Counsel for the Official Committee of Unsecured Creditors*

## **EXHIBIT A**

### **TIME AND EXPENSE DETAIL**

5026944v1

**Pachulski Stang Ziehl & Jones LLP**

780 Third Avenue  
34th Floor  
New York, NY 10017

January 31, 2019

RJF

Invoice 121537

Client 29184

Matter 00002

**RJF**

RE: Committee Representation

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**STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 01/31/2019**

FEES \$156,855.50

EXPENSES \$3,730.53

**TOTAL CURRENT CHARGES** **\$160,586.03**

**TOTAL BALANCE DUE** **\$160,586.03**

Pachulski Stang Ziehl & Jones LLP  
Frank Theatres O.C.C.  
29184 00002

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January 31, 2019

### **Summary of Services by Task Code**

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
AD	Asset Disposition [B130]	0.20	\$195.00
BL	Bankruptcy Litigation [L430]	15.40	\$14,314.00
CA	Case Administration [B110]	15.20	\$7,973.00
CO	Claims Admin/Objections[B310]	4.80	\$4,456.00
CPO	Comp. of Prof./Others	2.40	\$2,300.00
EC	Executory Contracts [B185]	0.10	\$97.50
FD	First Day	1.50	\$1,717.50
FF	Financial Filings [B110]	11.10	\$5,434.50
FN	Financing [B230]	69.20	\$63,985.00
GC	General Creditors Comm. [B150]	11.80	\$8,184.00
HE	Hearing	0.50	\$530.50
OP	Operations [B210]	7.20	\$7,088.00
PD	Plan & Disclosure Stmt. [B320]	26.80	\$24,426.00
PR	PSZ&J Retention	3.20	\$1,372.00
RP	Retention of Prof. [B160]	2.90	\$2,659.50
RPO	Ret. of Prof./Other	5.90	\$4,810.50
TR	Travel	15.00	\$7,312.50
		<u>193.20</u>	<u>\$156,855.50</u>

### **Summary of Services by Professional**

<u>ID</u>	<u>Name</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
BJS	Sandler, Bradford J.	Partner	487.50	15.00	\$7,312.50
BJS	Sandler, Bradford J.	Partner	975.00	43.00	\$41,925.00
HCK	Kevane, Henry C.	Partner	1025.00	14.70	\$15,067.50
JAM	Morris, John A.	Partner	1025.00	10.30	\$10,557.50
LAF	Forrester, Leslie A.	Other	425.00	1.30	\$552.50
LSC	Canty, La Asia S.	Paralegal	395.00	19.30	\$7,623.50
MBL	Litvak, Maxim B.	Partner	925.00	13.80	\$12,765.00
PJJ	Jeffries, Patricia J.	Paralegal	395.00	11.00	\$4,345.00
RJF	Feinstein, Robert J.	Partner	1145.00	14.10	\$16,144.50
SLH	Hazan, Scott L.	Partner	1145.00	0.20	\$229.00
SSC	Cho, Shirley S.	Counsel	895.00	35.30	\$31,593.50

Pachulski Stang Ziehl & Jones LLP  
Frank Theatres O.C.C.  
29184 00002

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January 31, 2019

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SWG	Golden, Steven W.	Associate	575.00	15.20	\$8,740.00
				<hr/> 193.20	<hr/> \$156,855.50

**Summary of Expenses**

<u>Description</u>	<u>Amount</u>
Bloomberg	\$94.60
Lexis/Nexis- Legal Research [E	\$208.43
Pacer - Court Research	\$176.10
Reproduction/ Scan Copy	\$217.40
Research [E106]	\$3,034.00
	<hr/> \$3,730.53

Pachulski Stang Ziehl & Jones LLP  
 Frank Theatres O.C.C.  
 29184 00002

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 January 31, 2019

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
<b>Asset Disposition [B130]</b>						
01/12/2019	BJS	AD	Various emails with Dundon regarding sale possibilities; Various emails with Debtors regarding same	0.20	975.00	\$195.00
				<b>0.20</b>		<b>\$195.00</b>
<b>Bankruptcy Litigation [L430]</b>						
01/04/2019	RJF	BL	Emails debtors' counsel, UCC regarding confidentiality, document production.	0.30	1145.00	\$343.50
01/04/2019	JAM	BL	Meet with S. Golden re background.	0.30	1025.00	\$307.50
01/04/2019	SWG	BL	Meet with John Morris regarding discovery.	0.20	575.00	\$115.00
01/04/2019	SWG	BL	Prepare and edit document requests to Debtors.	2.90	575.00	\$1,667.50
01/05/2019	RJF	BL	Review and comment on due diligence request.	0.20	1145.00	\$229.00
01/05/2019	JAM	BL	Review documents (1.8); review/revise informal document requests (.5); e-mail to R. Feinstein, B. Sandler, S. Golden re document requests (.2); revise document requests re R. Feinstein comments (.2); e-mails with R. Feinstein re document requests (.1).	2.80	1025.00	\$2,870.00
01/06/2019	JAM	BL	Review B. Sandler comments to document requests and revise same (1.1); e-mail to R. Feinstein, B. Sandler, S. Golden re document requests (.3); e-mails with B. Sandler re document requests (.2); further revisions to document requests (.3); e-mail to M. Dundon re document requests (.1); research re (potentially) related bankruptcy cases (.4); e-mail to R. Feinstein, B. Sandler, S. Golden re same (.1).	2.50	1025.00	\$2,562.50
01/07/2019	JAM	BL	Review Dundon revisions to document requests (.1); telephone conference with R. Feinstein re status, document requests (.1).	0.20	1025.00	\$205.00
01/08/2019	JAM	BL	Review Dundon changes to document requests (.4); revise draft Interrogatories (.9); telephone conference with J. Roussey, P. Hurwitz re document requests (.2); committee call (.3); meet with B. Sandler re status, projects (.4); e-mail to Debtors' counsel re document requests (.2); e-mails with E. Chafetz re document requests (.2); e-mail to PSZJ team re projects (.3).	2.90	1025.00	\$2,972.50
01/09/2019	RJF	BL	Call with debtors' counsel, John A. Morris regarding document requests.	0.80	1145.00	\$916.00
01/09/2019	JAM	BL	Communications with P. Hurwitz, E. Chafetz re discovery (.2); meet with R. Feinstein re meeting with Debtors (.2); telephone conference with R. Feinstein, Debtors' counsel, Dundon re information requests (.9).	1.30	1025.00	\$1,332.50

Pachulski Stang Ziehl & Jones LLP  
Frank Theatres O.C.C.  
29184 00002

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Invoice 121537  
January 31, 2019

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/14/2019	JAM	BL	Telephone conference with P. Hurwitz review (.3).	0.30	1025.00	\$307.50
01/18/2019	SSC	BL	Email to Joe D. re RSA response deadline.	0.10	895.00	\$89.50
01/18/2019	SSC	BL	Attention to case filings needed.	0.10	895.00	\$89.50
01/18/2019	SSC	BL	Emails with L. Canty re index of dataroom needed.	0.10	895.00	\$89.50
01/22/2019	LAF	BL	Research re: Officers of debtor.	0.30	425.00	\$127.50
01/23/2019	SSC	BL	Email to Lowenstein re response deadlines.	0.10	895.00	\$89.50
				<b>15.40</b>		<b>\$14,314.00</b>

**Case Administration [B110]**

01/03/2019	BJS	CA	Review and revise notice of appearance; Various emails with Riker regarding same, NJ practice	0.20	975.00	\$195.00
01/04/2019	SWG	CA	Meet with John Morris regarding case.	0.50	575.00	\$287.50
01/04/2019	RJF	CA	Telephone conference with Bradford J. Sandler regarding case issues.	0.30	1145.00	\$343.50
01/04/2019	RJF	CA	Followup call with Bradford J. Sandler.	0.30	1145.00	\$343.50
01/04/2019	RJF	CA	Attention to pro hac affidavit.	0.10	1145.00	\$114.50
01/06/2019	BJS	CA	Review and revise critical dates memo to Official Creditors Committee	0.20	975.00	\$195.00
01/11/2019	BJS	CA	Telephone conference with M Bogdanowicz regarding case issues	0.50	975.00	\$487.50
01/14/2019	SSC	CA	Analysis re critical dates.	0.10	895.00	\$89.50
01/15/2019	LSC	CA	Update critical dates memo, and WIP list; calendar entries and reminders.	0.50	395.00	\$197.50
01/15/2019	LSC	CA	Review and index of data room materials.	2.20	395.00	\$869.00
01/16/2019	LSC	CA	Update critical dates memo and WIP list; calendar entries and reminders.	0.40	395.00	\$158.00
01/17/2019	BJS	CA	Official Creditors Committee Call	0.80	975.00	\$780.00
01/17/2019	LSC	CA	Update contact list.	0.20	395.00	\$79.00
01/18/2019	LSC	CA	Update critical dates memo and WIP list; calendar entries and reminders.	0.50	395.00	\$197.50
01/18/2019	LSC	CA	Review data room pleadings and create index.	2.90	395.00	\$1,145.50
01/22/2019	SSC	CA	Telephone conference with Bradford J. Sandler re upcoming deadlines.	0.10	895.00	\$89.50
01/22/2019	SSC	CA	Review critical dates.	0.10	895.00	\$89.50
01/22/2019	SWG	CA	Update contact list.	0.10	575.00	\$57.50
01/22/2019	LSC	CA	Continued preparation of data room index to include updated documents.	2.20	395.00	\$869.00
01/22/2019	LSC	CA	Update critical dates memo and WIP list; calendar	0.70	395.00	\$276.50

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			entries and reminders (.5); update contact list (.2).			
01/23/2019	SSC	CA	Telephone conference with L. Canty re critical dates.	0.10	895.00	\$89.50
01/24/2019	SSC	CA	Telephone conference with L. Canty re critical dates.	0.10	895.00	\$89.50
01/24/2019	LSC	CA	Update critical dates memo and WIP list; calendar entries and reminders (.3); telephone conference with S. Co regarding critical dates (.1).	0.40	395.00	\$158.00
01/25/2019	LSC	CA	Update critical dates memo; calendar entries and reminders.	0.40	395.00	\$158.00
01/28/2019	LSC	CA	Update critical dates memo and WIP list; calendar entries and reminders.	0.60	395.00	\$237.00
01/29/2019	SSC	CA	Email to Riker re pro hac vice application.	0.10	895.00	\$89.50
01/31/2019	LSC	CA	Prepare correspondence to S. Cho re upcoming dates/deadlines (.2); Update critical dates memo and WIP list; calendar entries and reminders (.3).	0.50	395.00	\$197.50
01/31/2019	SSC	CA	Correspond with LSC re upcoming deadlines.	0.10	895.00	\$89.50
				<b>15.20</b>		<b>\$7,973.00</b>

**Claims Admin/Objections[B310]**

01/05/2019	BJS	CO	Various emails with C Marshall regarding Coke	0.30	975.00	\$292.50
01/08/2019	BJS	CO	Telephone conference with J Carr regarding Imax	0.30	975.00	\$292.50
01/14/2019	BJS	CO	Review certification of counsel regarding Hall	0.10	975.00	\$97.50
01/15/2019	SSC	CO	Email to M. Papandrea re bar date motion.	0.10	895.00	\$89.50
01/15/2019	SSC	CO	Review and analysis re bar date motion.	0.30	895.00	\$268.50
01/15/2019	SSC	CO	Telephone conference with Bradford J. Sandler re bar date motion issues.	0.20	895.00	\$179.00
01/15/2019	SSC	CO	Telephone conference with M. Papandrea re bar date motion issues.	0.20	895.00	\$179.00
01/15/2019	SSC	CO	Email to Bradford J. Sandler re M. Papandrea call.	0.20	895.00	\$179.00
01/15/2019	SSC	CO	Review and respond to M. Papandrea email re bar date.	0.10	895.00	\$89.50
01/15/2019	BJS	CO	Telephone conference with Shirley S. Cho regarding bar date motion	0.10	975.00	\$97.50
01/16/2019	SSC	CO	Draft email response to Lowenstein re bar date issues.	0.10	895.00	\$89.50
01/16/2019	SSC	CO	Draft limited objection to object re bar date.	0.40	895.00	\$358.00
01/16/2019	SSC	CO	Review and revise limited objection to bar date.	0.30	895.00	\$268.50
01/16/2019	SSC	CO	Email to Riker re bar date.	0.10	895.00	\$89.50
01/16/2019	SSC	CO	Email to S. Golden re limited objection.	0.10	895.00	\$89.50
01/16/2019	BJS	CO	Review and revise limited objection to bar date	0.40	975.00	\$390.00

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			motion setting 9 days notice			
01/17/2019	SSC	CO	Telephone conference with S. Golden re bar date objection.	0.10	895.00	\$89.50
01/17/2019	SSC	CO	Email to M. Papandrea re bar date objection.	0.10	895.00	\$89.50
01/17/2019	SSC	CO	Telephone conference with S. Golden re bar date objection.	0.10	895.00	\$89.50
01/17/2019	SSC	CO	Review several emails between PSZJ and Riker re bar date objection.	0.20	895.00	\$179.00
01/17/2019	BJS	CO	Various emails with Debtors regarding lease rejection claims	0.10	975.00	\$97.50
01/17/2019	BJS	CO	Various emails with Dundon regarding lease rejection claims	0.20	975.00	\$195.00
01/21/2019	BJS	CO	Various emails with Debtors regarding GUC claim pool	0.30	975.00	\$292.50
01/22/2019	BJS	CO	Various emails with J Carr regarding IMAX	0.20	975.00	\$195.00
01/24/2019	SSC	CO	Emails with Loweinstein re bar date motion.	0.10	895.00	\$89.50
01/31/2019	SSC	CO	Email to Steven W. Golden re Sandler supplemental declaration.	0.10	895.00	\$89.50
				<b>4.80</b>		<b>\$4,456.00</b>

**Comp. of Prof./Others**

01/04/2019	SWG	CPO	Prepare expense reimbursement form for committee members.	0.10	575.00	\$57.50
01/04/2019	BJS	CPO	Review LS retention application and Rosen declaration; Various emails with Robert J. Feinstein regarding same	0.30	975.00	\$292.50
01/04/2019	BJS	CPO	Telephone conference with B Michaelson regarding financial advisor selection	0.20	975.00	\$195.00
01/09/2019	BJS	CPO	Various emails with J Schwartz regarding retention applications	0.10	975.00	\$97.50
01/14/2019	BJS	CPO	Review YCST fee application	0.10	975.00	\$97.50
01/14/2019	BJS	CPO	Review HBJ fee application	0.10	975.00	\$97.50
01/14/2019	BJS	CPO	Review BS fee application	0.10	975.00	\$97.50
01/15/2019	BJS	CPO	Various emails with J Schwartz regarding interim comp/Official Creditors Committee member expenses	0.10	975.00	\$97.50
01/16/2019	BJS	CPO	Various emails with Robert J. Feinstein regarding Paragon and conflict with Lenders	0.10	975.00	\$97.50
01/18/2019	BJS	CPO	Review Paragon retention application	0.30	975.00	\$292.50
01/18/2019	BJS	CPO	Review Prime Clerk retention application	0.10	975.00	\$97.50

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01/18/2019	BJS	CPO	Various emails with PSZJ/DA regarding Paragon and relationship with Lenders	0.40	975.00	\$390.00
01/23/2019	BJS	CPO	Various emails with J DiPasquale regarding Paragon	0.20	975.00	\$195.00
01/25/2019	BJS	CPO	Various emails with M Dundon regarding fee structure	0.10	975.00	\$97.50
01/25/2019	BJS	CPO	Review Monthly fee statement of LS	0.10	975.00	\$97.50
				<b>2.40</b>		<b>\$2,300.00</b>

#### **Executory Contracts [B185]**

01/25/2019	BJS	EC	Review Motion to Reject	0.10	975.00	\$97.50
				<b>0.10</b>		<b>\$97.50</b>

#### **First Day**

01/04/2019	RJF	FD	Review first day motions, interim orders.	1.50	1145.00	\$1,717.50
				<b>1.50</b>		<b>\$1,717.50</b>

#### **Financial Filings [B110]**

01/28/2019	PJJ	FF	Prepare memo to Committee summarizing schedules and statements.	2.50	395.00	\$987.50
01/29/2019	PJJ	FF	Continue to summarize schedules and statements.	6.00	395.00	\$2,370.00
01/30/2019	PJJ	FF	Revise summary of schedules and statements.	0.50	395.00	\$197.50
01/30/2019	SSC	FF	Review and revise schedules/SOFA summary memo.	0.60	895.00	\$537.00
01/30/2019	SSC	FF	Review and analysis re schedules of 24 Debtors.	0.80	895.00	\$716.00
01/30/2019	SSC	FF	Review and analysis re SOFAs of 24 Debtors.	0.50	895.00	\$447.50
01/30/2019	SSC	FF	Telephone conference with P. Hurwitz re SOFAs.	0.20	895.00	\$179.00
				<b>11.10</b>		<b>\$5,434.50</b>

#### **Financing [B230]**

01/07/2019	RJF	FN	Telephone conference with Bradford J. Sandler regarding DIP motion, related issues.	0.30	1145.00	\$343.50
01/07/2019	SSC	FN	Telephone conference with Bradford J. Sandler re case status and draft DIP objection.	0.20	895.00	\$179.00
01/07/2019	SSC	FN	Telephone conference with S. Golden re draft DIP objection.	0.10	895.00	\$89.50
01/07/2019	SSC	FN	Review and analysis re first day declaration.	0.40	895.00	\$358.00
01/07/2019	SSC	FN	Review and analysis re DIP motion.	0.50	895.00	\$447.50
01/07/2019	SSC	FN	Review and analysis re DIP budget.	0.30	895.00	\$268.50

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01/07/2019	SSC	FN	Review and analysis re interim DIP order.	1.00	895.00	\$895.00
01/07/2019	SSC	FN	Draft DIP issues list.	1.00	895.00	\$895.00
01/07/2019	BJS	FN	Various emails with Debtors regarding debtor-in-possession	0.20	975.00	\$195.00
01/07/2019	BJS	FN	Review debtor-in-possession issues list	0.40	975.00	\$390.00
01/07/2019	SWG	FN	Begin drafting DIP objection.	0.40	575.00	\$230.00
01/08/2019	SWG	FN	Draft DIP objection.	3.10	575.00	\$1,782.50
01/08/2019	HCK	FN	Memos to / from S. Cho and telephone call with Ms. Cho re DIP loan analysis.	0.30	1025.00	\$307.50
01/08/2019	HCK	FN	Memos to / from B. Sandler re DIP loan lien analysis.	0.20	1025.00	\$205.00
01/08/2019	HCK	FN	Review FD declaration and DIP loan interim order re security interest review.	1.20	1025.00	\$1,230.00
01/08/2019	RJF	FN	Review and comment on DIP issues list.	0.20	1145.00	\$229.00
01/08/2019	SSC	FN	Review and analysis re DIP Credit Agreement and schedules.	0.80	895.00	\$716.00
01/08/2019	SSC	FN	Update DIP issues list.	0.30	895.00	\$268.50
01/08/2019	SSC	FN	Review and analysis re litigation document requests.	0.40	895.00	\$358.00
01/08/2019	SSC	FN	Draft DIP objection.	1.50	895.00	\$1,342.50
01/08/2019	SSC	FN	Telephone conference with Robert J. Feinstein re DIP objection.	0.20	895.00	\$179.00
01/08/2019	SSC	FN	Review research results from Steven W. Golden re DIP objection.	0.10	895.00	\$89.50
01/08/2019	SSC	FN	Review and revise DIP objection.	1.00	895.00	\$895.00
01/08/2019	BJS	FN	Review draft debtor-in-possession objection	0.30	975.00	\$292.50
01/09/2019	SWG	FN	Edit DIP objection.	0.40	575.00	\$230.00
01/09/2019	HCK	FN	Confer with P. Jeffries re lien search and review DIP loan schedules / other files.	0.60	1025.00	\$615.00
01/09/2019	HCK	FN	Further review DIP loan interim order re challenge stipulation, loan schedules.	0.80	1025.00	\$820.00
01/09/2019	PJJ	FN	Coordinate UCC search.	2.00	395.00	\$790.00
01/09/2019	SSC	FN	Review and revise summary memo to Committee re DIP/RSA issues.	2.40	895.00	\$2,148.00
01/09/2019	SSC	FN	Review and revise opposition to DIP.	1.40	895.00	\$1,253.00
01/09/2019	BJS	FN	Various emails with M Dundon regarding document request	0.20	975.00	\$195.00
01/10/2019	SSC	FN	Telephone conference with Bradford J. Sandler re status.	0.10	895.00	\$89.50
01/10/2019	HCK	FN	Review pre-petition senior / subordinated loan	1.80	1025.00	\$1,845.00

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			documents and other collateral documents for lien analysis.			
01/10/2019	RJF	FN	Office conference with Bradford J. Sandler regarding DIP.	0.10	1145.00	\$114.50
01/10/2019	RJF	FN	Review DIP motion, interim order and issues list.	1.00	1145.00	\$1,145.00
01/10/2019	RJF	FN	Call with Elm Park counsel regarding DIP.	0.40	1145.00	\$458.00
01/10/2019	SSC	FN	Review and revise DIP issues list.	0.30	895.00	\$268.50
01/10/2019	BJS	FN	Review debtor-in-possession Motion (.5); draft debtor-in-possession issues list (.3)	0.80	975.00	\$780.00
01/10/2019	BJS	FN	Various emails with Shirley S. Cho regarding debtor-in-possession objection	0.10	975.00	\$97.50
01/10/2019	BJS	FN	Telephone conference with P Hurowitz and J Rousse regarding debtor-in-possession, budget, RSA	0.50	975.00	\$487.50
01/10/2019	BJS	FN	Various emails with Lenders regarding debtor-in-possession	0.40	975.00	\$390.00
01/10/2019	BJS	FN	Telephone conference with counsel for lenders regarding debtor-in-possession/RSA	0.50	975.00	\$487.50
01/11/2019	HCK	FN	Review internal lien search results.	0.50	1025.00	\$512.50
01/11/2019	BJS	FN	Telephone conference with J Schwartz regarding summary of Debtor/Official Creditors Committee meeting, operational motions, debtor-in-possession, RSA	0.50	975.00	\$487.50
01/14/2019	HCK	FN	Briefly review UCC lien search results and loan / security documents.	0.60	1025.00	\$615.00
01/14/2019	SSC	FN	Review second interim DIP order.	0.20	895.00	\$179.00
01/14/2019	SSC	FN	Add reservation of rights language to second interim DIP order.	0.20	895.00	\$179.00
01/14/2019	BJS	FN	Various emails with Shirley S. Cho regarding 2nd interim debtor-in-possession (.1); Various emails with J Schwartz regarding same (.1).	0.20	975.00	\$195.00
01/14/2019	BJS	FN	Various emails with J Roussey regarding 503b9 claims	0.10	975.00	\$97.50
01/14/2019	BJS	FN	Review revised interim debtor-in-possession order	0.30	975.00	\$292.50
01/15/2019	SSC	FN	Correspond with Henry C. Kevane re case background.	0.10	895.00	\$89.50
01/15/2019	HCK	FN	Further review UCC lien search results.	0.40	1025.00	\$410.00
01/15/2019	HCK	FN	Memos to / from J. Roussey re lien / loan documents.	0.20	1025.00	\$205.00
01/15/2019	HCK	FN	Various follow-up with B. Sandler et al. re lien and perfection documents.	0.20	1025.00	\$205.00
01/15/2019	RJF	FN	Review lenders' DIP response.	0.10	1145.00	\$114.50

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01/15/2019	RJF	FN	Telephone conference with Bradford J. Sandler regarding DIP.	0.20	1145.00	\$229.00
01/15/2019	RJF	FN	Telephone conference with Bradford J. Sandler regarding review lenders' DIP response.	0.30	1145.00	\$343.50
01/15/2019	BJS	FN	Various emails with Lenders regarding debtor-in-possession; Telephone conference with J DiPasquale regarding debtor-in-possession, RSA	0.30	975.00	\$292.50
01/15/2019	BJS	FN	Telephone conference with Robert J. Feinstein regarding Lenders' response to settlement	0.20	975.00	\$195.00
01/15/2019	BJS	FN	Telephone conference with Robert J. Feinstein regarding debtor-in-possession objection	0.20	975.00	\$195.00
01/15/2019	BJS	FN	Telephone conference with Dundon Advisors regarding debtor-in-possession	0.30	975.00	\$292.50
01/16/2019	HCK	FN	Telephone calls with J. Roussey re loan and security documents from lenders and follow-up re same.	0.40	1025.00	\$410.00
01/16/2019	HCK	FN	Further review UCC lien search results.	0.30	1025.00	\$307.50
01/16/2019	RJF	FN	Emails Bradford J. Sandler, debtor regarding DIP.	0.30	1145.00	\$343.50
01/16/2019	RJF	FN	Telephone conference with Dundon, Bradford J. Sandler regarding DIP issues.	0.50	1145.00	\$572.50
01/16/2019	SSC	FN	Review and analysis re status of DIP objection.	0.30	895.00	\$268.50
01/16/2019	BJS	FN	Draft Official Creditors Committee response to Lenders' debtor-in-possession settlement proposal.	0.70	975.00	\$682.50
01/16/2019	BJS	FN	Various emails with Dundon regarding cash flow, operations	0.20	975.00	\$195.00
01/16/2019	BJS	FN	Various emails with Robert J. Feinstein regarding debtor-in-possession	0.20	975.00	\$195.00
01/16/2019	BJS	FN	Various emails with Lenders/Debtors regarding debtor-in-possession settlement	0.10	975.00	\$97.50
01/16/2019	BJS	FN	Various emails with PSZJ/Dundon Advisors regarding debtor-in-possession	0.30	975.00	\$292.50
01/16/2019	BJS	FN	Telephone conference with Dundon Advisors/PSZJ regarding debtor-in-possession	0.50	975.00	\$487.50
01/17/2019	SSC	FN	Attend Committee call (partial) re DIP status.	0.50	895.00	\$447.50
01/18/2019	HCK	FN	Further review loan and security agreement files.	0.30	1025.00	\$307.50
01/18/2019	MBL	FN	Call with B. Sandler re DIP issues; review lender response re same.	0.50	925.00	\$462.50
01/18/2019	MBL	FN	Review DIP motion and other background pleadings.	1.50	925.00	\$1,387.50
01/18/2019	MBL	FN	Review and revise draft DIP objection.	3.50	925.00	\$3,237.50
01/18/2019	SSC	FN	Review and analysis re lender DIP responses.	0.20	895.00	\$179.00
01/18/2019	SSC	FN	Review and revise DIP objection.	0.50	895.00	\$447.50

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01/18/2019	BJS	FN	Various emails with Official Creditors Committee regarding debtor-in-possession	0.40	975.00	\$390.00
01/18/2019	BJS	FN	Official Creditors Committee Call re DIP.	0.80	975.00	\$780.00
01/18/2019	BJS	FN	Various emails with Shirley S. Cho regarding debtor-in-possession	0.20	975.00	\$195.00
01/19/2019	MBL	FN	Continue revisions to DIP objection.	4.80	925.00	\$4,440.00
01/19/2019	MBL	FN	Further review of lender DIP proposal and DIP order (.1); emails with team re same (.1).	0.20	925.00	\$185.00
01/22/2019	HCK	FN	Review data room index from S. Cho.	0.20	1025.00	\$205.00
01/22/2019	BJS	FN	Telephone conference with counsel for lenders regarding debtor-in-possession settlement	0.30	975.00	\$292.50
01/22/2019	BJS	FN	Various emails with Riker regarding debtor-in-possession	0.10	975.00	\$97.50
01/23/2019	MBL	FN	Follow-up with team re DIP status; misc. emails re extension of objection deadline.	0.10	925.00	\$92.50
01/23/2019	MBL	FN	Review and propose further revisions to revised DIP order.	1.50	925.00	\$1,387.50
01/23/2019	RJF	FN	Emails Bradford J. Sandler regarding DIP status.	0.30	1145.00	\$343.50
01/23/2019	SSC	FN	Review and analysis re revised final DIP order.	0.70	895.00	\$626.50
01/23/2019	SSC	FN	Telephone conference with Bradford J. Sandler re DIP status.	0.10	895.00	\$89.50
01/23/2019	BJS	FN	Review revised debtor-in-possession order; Various emails with PSZJ regarding same	0.50	975.00	\$487.50
01/24/2019	HCK	FN	Further research/analyze lien and security interest issues and review DIP loan schedules.	0.80	1025.00	\$820.00
01/24/2019	SSC	FN	Review final DIP order edits.	0.10	895.00	\$89.50
01/24/2019	BJS	FN	Various emails with Lowenstein regarding debtor-in-possession (.2); Various emails with Lenders regarding debtor-in-possession (.1)	0.30	975.00	\$292.50
01/24/2019	BJS	FN	Telephone conference with J Gaither regarding debtor-in-possession	0.30	975.00	\$292.50
01/25/2019	MBL	FN	Review and comment on revised final DIP order from lender.	0.70	925.00	\$647.50
01/25/2019	MBL	FN	Further emails with team re final DIP order; review further revisions.	0.80	925.00	\$740.00
01/25/2019	MBL	FN	Call with S. Cho re revised final DIP order.	0.10	925.00	\$92.50
01/25/2019	SSC	FN	Telephone conference with Bradford J. Sandler re DIP hearing.	0.10	895.00	\$89.50
01/25/2019	SSC	FN	Email to Riker re DIP hearing.	0.10	895.00	\$89.50
01/25/2019	SSC	FN	Review and revise final DIP order.	0.70	895.00	\$626.50

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01/25/2019	SSC	FN	Telephone conference with Riker re DIP status and DIP hearing.	0.60	895.00	\$537.00
01/25/2019	SSC	FN	Review M. Litvak open items on DIP order.	0.20	895.00	\$179.00
01/25/2019	SSC	FN	Telephone conference with Bradford J. Sandler re DIP.	0.20	895.00	\$179.00
01/25/2019	SSC	FN	Telephone conference with J. Gaither re DIP order issues.	0.20	895.00	\$179.00
01/25/2019	SSC	FN	Telephone conference with J. Gaither re DIP order issues.	0.10	895.00	\$89.50
01/25/2019	BJS	FN	Various conferences with Shirley S. Cho regarding debtor-in-possession	0.50	975.00	\$487.50
01/25/2019	BJS	FN	Various emails with Debtors/Lenders regarding debtor-in-possession	1.00	975.00	\$975.00
01/25/2019	BJS	FN	Various emails with Debtors/Lenders regarding debtor-in-possession	0.50	975.00	\$487.50
01/26/2019	MBL	FN	Attention to emails re final DIP order.	0.10	925.00	\$92.50
01/26/2019	SSC	FN	Email to DIP Lender counsel, J. Gaither, re status of final DIP order.	0.10	895.00	\$89.50
01/27/2019	SSC	FN	Email to J. Schwartz re final DIP order.	0.10	895.00	\$89.50
01/27/2019	BJS	FN	Review final debtor-in-possession Order; Various emails with counsel regarding same; Various emails with Shirley S. Cho regarding same	0.40	975.00	\$390.00
01/27/2019	SSC	FN	Review final DIP order edits from Lowenstein.	0.20	895.00	\$179.00
01/28/2019	RJF	FN	Emails regarding final DIP hearing.	0.10	1145.00	\$114.50
01/28/2019	SSC	FN	Attend DIP hearing telephonically.	0.60	895.00	\$537.00
01/28/2019	SSC	FN	Email to Bradford J. Sandler re DIP hearing update.	0.10	895.00	\$89.50
01/29/2019	HCK	FN	Draft lien challenge analysis memo and further review documents.	2.40	1025.00	\$2,460.00
01/30/2019	HCK	FN	Further draft / revise lien analysis and review documents.	1.70	1025.00	\$1,742.50
01/30/2019	HCK	FN	Memo to J. Roussey re lien documents.	0.10	1025.00	\$102.50
01/30/2019	HCK	FN	Further draft / edit lien review memo.	0.30	1025.00	\$307.50
01/31/2019	HCK	FN	Further draft / revise lien challenge analysis memo.	1.40	1025.00	\$1,435.00
				<b>69.20</b>		<b>\$63,985.00</b>

**General Creditors Comm. [B150]**

01/03/2019	RJF	GC	Brief committee meeting regarding housekeeping items.	0.30	1145.00	\$343.50
01/04/2019	BJS	GC	Telephone conference with S Golden regarding Official Creditors Committee bylaws	0.10	975.00	\$97.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/07/2019	SWG	GC	Update bylaws.	0.10	575.00	\$57.50
01/08/2019	SWG	GC	Draft memo to committee.	3.80	575.00	\$2,185.00
01/08/2019	BJS	GC	Official Creditors Committee Call	0.50	975.00	\$487.50
01/08/2019	RJF	GC	Telephonic committee meeting.	0.50	1145.00	\$572.50
01/08/2019	RJF	GC	Prep for committee meeting.	0.30	1145.00	\$343.50
01/17/2019	BJS	GC	Telephone conference with B Boe regarding RSA/debtor-in-possession	0.30	975.00	\$292.50
01/17/2019	RJF	GC	Prep for committee meeting.	0.30	1145.00	\$343.50
01/17/2019	RJF	GC	Telephonic committee meeting.	0.90	1145.00	\$1,030.50
01/18/2019	SSC	GC	Telephone conference with L. Canty re Committee confidential information protocol motion needed.	0.10	895.00	\$89.50
01/23/2019	SSC	GC	Review committee confidential information motion.	0.10	895.00	\$89.50
01/23/2019	LSC	GC	Research in connection with Committee information motion.	1.10	395.00	\$434.50
01/24/2019	SSC	GC	Email to Riker re confidential information motion.	0.10	895.00	\$89.50
01/24/2019	LSC	GC	Further review and revise Committee information motion.	0.50	395.00	\$197.50
01/28/2019	SSC	GC	Review Committee confidential information motion edits.	0.10	895.00	\$89.50
01/28/2019	SSC	GC	Email to T. Schellhorn re filing.	0.10	895.00	\$89.50
01/28/2019	SSC	GC	Email to Committee re case update after DIP hearing.	0.30	895.00	\$268.50
01/28/2019	LSC	GC	Review pleadings and prepare weekly summary memo.	1.20	395.00	\$474.00
01/28/2019	LSC	GC	Research and correspondence re Committee bylaws (.3); prepare summary memo (.5).	0.80	395.00	\$316.00
01/30/2019	BJS	GC	Review Memo to Official Creditors Committee	0.30	975.00	\$292.50
				<b>11.80</b>		<b>\$8,184.00</b>

### Hearing

01/13/2019	RJF	HE	Emails Bradford J. Sandler regarding 1/14/19 hearing.	0.20	1145.00	\$229.00
01/14/2019	RJF	HE	Review emails regarding omnibus hearing results.	0.10	1145.00	\$114.50
01/18/2019	SSC	HE	Review 1/22 hearing agenda.	0.10	895.00	\$89.50
01/24/2019	BJS	HE	Review agenda and discuss with Shirley S. Cho	0.10	975.00	\$97.50
				<b>0.50</b>		<b>\$530.50</b>

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<b>Operations [B210]</b>						
01/03/2019	BJS	OP	Conference with Riker attorneys regarding operational motions	0.30	975.00	\$292.50
01/04/2019	RJF	OP	Kickoff call with debtors' counsel regarding case issues.	0.40	1145.00	\$458.00
01/04/2019	BJS	OP	Telephone conference with M Dundon regarding diligence, financing, RSA	0.20	975.00	\$195.00
01/05/2019	BJS	OP	Telephone conference with J Schwartz regarding operational motions	0.50	975.00	\$487.50
01/06/2019	BJS	OP	Various emails with P Hurwitz regarding financial issues	0.10	975.00	\$97.50
01/07/2019	BJS	OP	Review Dropbox inventory from C Lang	0.10	975.00	\$97.50
01/07/2019	BJS	OP	Various emails with P Hurwitz regarding cash management	0.10	975.00	\$97.50
01/07/2019	BJS	OP	Review Riker's memo to Official Creditors Committee regarding operational motions	0.40	975.00	\$390.00
01/09/2019	BJS	OP	Various emails with Riker regarding critical vendor payments	0.20	975.00	\$195.00
01/09/2019	BJS	OP	Meeting with Debtors regarding operations, debtor-in-possession, RSA, potential claims	3.50	975.00	\$3,412.50
01/12/2019	BJS	OP	Various emails with Dundon regarding operational issues	0.30	975.00	\$292.50
01/14/2019	BJS	OP	Review revised 1st day operational orders	0.30	975.00	\$292.50
01/18/2019	BJS	OP	Telephone conference with P Hurwitz regarding operations	0.20	975.00	\$195.00
01/19/2019	BJS	OP	Review Dundon report; Various emails with P Hurowitz regarding same	0.30	975.00	\$292.50
01/22/2019	BJS	OP	Various emails with J DiPasquale regarding Universal/NBC	0.20	975.00	\$195.00
01/23/2019	BJS	OP	Review updated financials	0.10	975.00	\$97.50
				<b>7.20</b>		<b>\$7,088.00</b>

**Plan & Disclosure Stmt. [B320]**

01/03/2019	BJS	PD	Various emails with Debtors regarding RSA	0.10	975.00	\$97.50
01/03/2019	BJS	PD	Conference with B Michaelson regarding RSA issues/Official Creditors Committee strategy	0.50	975.00	\$487.50
01/04/2019	RJF	PD	Office conference with John A. Morris regarding RSA and related issues.	0.30	1145.00	\$343.50
01/04/2019	BJS	PD	Telephone conference with Lowenstein team regarding case issues, RSA, debtor-in-possession	0.80	975.00	\$780.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/05/2019	BJS	PD	Telephone conference with B Michaelson regarding plan	0.20	975.00	\$195.00
01/05/2019	BJS	PD	Review and revise Document Request for Plan/debtor-in-possession/RSA	1.00	975.00	\$975.00
01/06/2019	BJS	PD	Various emails with J Morris regarding plan discovery	0.20	975.00	\$195.00
01/06/2019	BJS	PD	Various emails with Official Creditors Committee regarding plan issues, debtor-in-possession, discovery	1.00	975.00	\$975.00
01/06/2019	BJS	PD	Telephone conference with Robert J. Feinstein regarding plan discovery	0.10	975.00	\$97.50
01/07/2019	SWG	PD	Begin drafting objection to RSA motion.	2.70	575.00	\$1,552.50
01/07/2019	BJS	PD	Telephone conference with Robert J. Feinstein regarding RSA	0.10	975.00	\$97.50
01/07/2019	BJS	PD	Telephone conference with Shirley S. Cho regarding RSA issues	0.30	975.00	\$292.50
01/07/2019	BJS	PD	Review Updated diligence list with Dundon additions	0.20	975.00	\$195.00
01/07/2019	BJS	PD	Various emails with B Boe regarding RSA, debtor-in-possession	0.20	975.00	\$195.00
01/08/2019	SSC	PD	Review and analysis re RSA motion, including RSA and plan term sheet.	2.00	895.00	\$1,790.00
01/08/2019	SSC	PD	Draft opposition to RSA.	3.00	895.00	\$2,685.00
01/08/2019	BJS	PD	Review draft RSA objection	0.20	975.00	\$195.00
01/08/2019	BJS	PD	Various emails with M Dundon regarding debtor-in-possession/RSA	0.10	975.00	\$97.50
01/09/2019	SWG	PD	Continue drafting memo regarding DIP/ RSA.	0.30	575.00	\$172.50
01/09/2019	LAF	PD	Legal research re: RSA as invalid contract thus unassumable.	1.00	425.00	\$425.00
01/09/2019	RJF	PD	Meeting with debtors' professionals at Lowenstein, FA's.	2.30	1145.00	\$2,633.50
01/09/2019	SSC	PD	Review and revise opposition to RSA.	0.60	895.00	\$537.00
01/09/2019	SLH	PD	RF/plan discussions.	0.20	1145.00	\$229.00
01/14/2019	BJS	PD	Various emails with J Horn regarding effectiVarious emails with date of plan	0.10	975.00	\$97.50
01/14/2019	BJS	PD	Telephone conference with A Campitiello (investor) regarding plan, distributions	0.30	975.00	\$292.50
01/17/2019	RJF	PD	Emails Bradford J. Sandler regarding global settlement.	0.20	1145.00	\$229.00
01/17/2019	BJS	PD	Various emails with J debtor-in-possession regarding RSA, discovery, settlement	0.20	975.00	\$195.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/17/2019	BJS	PD	Various emails with Robert J. Feinstein regarding potential settlement structure	0.30	975.00	\$292.50
01/17/2019	BJS	PD	Various emails with Debtors regarding RSA, bar date	0.30	975.00	\$292.50
01/18/2019	SSC	PD	Review RSA motion status and deadline.	0.20	895.00	\$179.00
01/22/2019	BJS	PD	Telephone conference with J DiPasquale regarding global settlement, debtor-in-possession	0.20	975.00	\$195.00
01/24/2019	BJS	PD	Various emails with Official Creditors Committee regarding global settlement, debtor-in-possession	1.00	975.00	\$975.00
01/24/2019	BJS	PD	Various emails with Lowenstein regarding global settlement	0.10	975.00	\$97.50
01/24/2019	BJS	PD	Meeting with P Hurowitz regarding plan issues	0.40	975.00	\$390.00
01/24/2019	BJS	PD	Various emails with Debtors regarding global settlement	0.20	975.00	\$195.00
01/25/2019	BJS	PD	Various emails with Official Creditors Committee regarding settlement	0.50	975.00	\$487.50
01/25/2019	BJS	PD	Various emails with Debtors regarding global settlement demand	0.20	975.00	\$195.00
01/26/2019	BJS	PD	Various emails with Official Creditors Committee members regarding settlement	0.40	975.00	\$390.00
01/29/2019	BJS	PD	Telephone conference with J DiPasquale regarding settlement	0.30	975.00	\$292.50
01/31/2019	BJS	PD	Attention to settlement conference with RSA parties and Debtors	3.50	975.00	\$3,412.50
01/31/2019	BJS	PD	Conference with P Hurowitz after settlement conference	0.50	975.00	\$487.50
01/31/2019	BJS	PD	Various emails with Official Creditors Committee regarding settlement	0.50	975.00	\$487.50
				<b>26.80</b>		<b>\$24,426.00</b>

**PSZ&J Retention**

01/04/2019	SWG	PR	Prepare PSZJ retention application.	0.60	575.00	\$345.00
01/18/2019	LSC	PR	Revise PSZJ retention application and proposed order.	0.90	395.00	\$355.50
01/22/2019	LSC	PR	Research background information in connection with PSZJ retention application and correspondence with S. Cho regarding same.	1.30	395.00	\$513.50
01/23/2019	LSC	PR	Revise PSZJ retention application and order.	0.40	395.00	\$158.00
				<b>3.20</b>		<b>\$1,372.00</b>

**Retention of Prof. [B160]**

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/14/2019	BJS	RP	Conference with Colin R. Robinson regarding fee application	0.30	975.00	\$292.50
01/14/2019	BJS	RP	Review and revise PSZJ fee application	0.40	975.00	\$390.00
01/18/2019	BJS	RP	Review draft PSZJ retention application	0.10	975.00	\$97.50
01/18/2019	SSC	RP	Review and revise PSZJ retention application.	1.00	895.00	\$895.00
01/25/2019	SSC	RP	Review and revise PSZJ retention application.	0.20	895.00	\$179.00
01/25/2019	SSC	RP	Review edits to PSZJ retention application from Riker.	0.20	895.00	\$179.00
01/28/2019	SSC	RP	Emails with Riker re final forms of Committee retention applications.	0.20	895.00	\$179.00
01/28/2019	SSC	RP	Email to B. Boe re retention applications.	0.10	895.00	\$89.50
01/28/2019	SSC	RP	Review and revise PSZJ retention application based on Riker comments.	0.10	895.00	\$89.50
01/28/2019	SSC	RP	Telephone conference with T. Schellhorn re Committee retention applications.	0.10	895.00	\$89.50
01/31/2019	SSC	RP	Review and respond to J. Schwartz email re UST inquiry.	0.10	895.00	\$89.50
01/31/2019	SSC	RP	Inquiry re Vistar.	0.10	895.00	\$89.50
				<u>2.90</u>		<u>\$2,659.50</u>

**Ret. of Prof./Other**

01/03/2019	RJF	RPO	Interview and select committee FAs.	0.80	1145.00	\$916.00
01/03/2019	BJS	RPO	Official Creditors Committee meeting regarding FA interviews/selection	1.00	975.00	\$975.00
01/04/2019	RJF	RPO	Review Lowenstein retention application.	0.20	1145.00	\$229.00
01/18/2019	SSC	RPO	Email to Debtors' counsel re Paragon LOI.	0.10	895.00	\$89.50
01/19/2019	SSC	RPO	Review and analysis re Paragon retention application.	0.20	895.00	\$179.00
01/19/2019	SSC	RPO	Review and analysis re Paragon LOI and attachments with Senior Lenders.	0.30	895.00	\$268.50
01/19/2019	SSC	RPO	Review and analysis of Paragon retention issues raised by the LOI.	0.20	895.00	\$179.00
01/23/2019	SSC	RPO	Email to local counsel re retention application.	0.10	895.00	\$89.50
01/24/2019	LSC	RPO	Prepare draft objection to Paragon retention for S. Cho and conduct research in connection with the same.	1.60	395.00	\$632.00
01/24/2019	SSC	RPO	Analysis re re Paragon objection.	0.20	895.00	\$179.00
01/25/2019	SSC	RPO	Review and analysis re Riker retention application.	0.10	895.00	\$89.50
01/25/2019	SSC	RPO	Review and analysis re Riker retention order.	0.10	895.00	\$89.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/25/2019	SSC	RPO	Telephone conference with R. Atkin re Ryker retention application.	0.10	895.00	\$89.50
01/25/2019	SSC	RPO	Review and revise Committee declaration re Riker retention.	0.20	895.00	\$179.00
01/25/2019	SSC	RPO	Review and analysis re Riker retention declaration.	0.20	895.00	\$179.00
01/25/2019	SSC	RPO	Email to R. Akin re Riker retention application revisions.	0.10	895.00	\$89.50
01/26/2019	SSC	RPO	Email to Riker re retention application revision.	0.10	895.00	\$89.50
01/27/2019	SSC	RPO	Review Dundon application.	0.10	895.00	\$89.50
01/28/2019	SSC	RPO	Review and revise to Dundon retention application.	0.20	895.00	\$179.00
				<b>5.90</b>		<b>\$4,810.50</b>

**Travel**

01/08/2019	BJS	TR	Travel to NYC regarding Frank debtor-in-possession/RSA (Billed at 1/2 rate)	3.00	487.50	\$1,462.50
01/11/2019	BJS	TR	Return travel from NYC meeting with Debtors (Billed at 1/2)	3.00	487.50	\$1,462.50
01/16/2019	BJS	TR	Travel to NY regarding debtor-in-possession meeting (Billed at 1/2 rate)	3.00	487.50	\$1,462.50
01/31/2019	BJS	TR	Travel to NYC regarding settlement conference (Billed at 1/2 rate)	3.00	487.50	\$1,462.50
01/31/2019	BJS	TR	Return travel from NYC (Billed at 1/2 rate)	3.00	487.50	\$1,462.50
				<b>15.00</b>		<b>\$7,312.50</b>

**TOTAL SERVICES FOR THIS MATTER:**

**\$156,855.50**

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**Expenses**

01/09/2018	RS	Research [E106] Parasec, Inv. #125034701, PJ (UCC Searches)	2,971.00
01/08/2019	LN	29184.00002 Lexis Charges for 01-08-19	59.73
01/08/2019	RE2	SCAN/COPY ( 14 @0.10 PER PG)	1.40
01/08/2019	RE2	SCAN/COPY ( 2 @0.10 PER PG)	0.20
01/08/2019	RE2	SCAN/COPY ( 3 @0.10 PER PG)	0.30
01/08/2019	RE2	SCAN/COPY ( 37 @0.10 PER PG)	3.70
01/08/2019	RE2	SCAN/COPY ( 268 @0.10 PER PG)	26.80
01/09/2019	BB	29184.00002 Bloomberg Charges for 01-09-19 (Research)	30.00
01/09/2019	BB	29184.00002 Bloomberg Charges for 01-09-19 (Research)	4.60
01/09/2019	BB	29184.00002 Bloomberg Charges for 01-09-19 (Research)	30.00
01/09/2019	BB	29184.00002 Bloomberg Charges for 01-09-19 (Research)	30.00
01/09/2019	LN	29184.00002 Lexis Charges for 01-09-19	16.26
01/09/2019	LN	29184.00002 Lexis Charges for 01-09-19	119.81
01/09/2019	RE2	SCAN/COPY ( 22 @0.10 PER PG)	2.20
01/09/2019	RE2	SCAN/COPY ( 6 @0.10 PER PG)	0.60
01/09/2019	RE2	SCAN/COPY ( 14 @0.10 PER PG)	1.40
01/10/2019	LN	29184.00002 Lexis Charges for 01-10-19	12.63
01/10/2019	RS	Research [E106] Parasec, Inv. 125034701, PJ	63.00
01/11/2019	RE2	SCAN/COPY ( 5 @0.10 PER PG)	0.50
01/11/2019	RE2	SCAN/COPY ( 5 @0.10 PER PG)	0.50

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01/11/2019	RE2	SCAN/COPY ( 14 @0.10 PER PG)	1.40
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01/11/2019	RE2	SCAN/COPY ( 14 @0.10 PER PG)	1.40
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01/11/2019	RE2	SCAN/COPY ( 25 @0.10 PER PG)	2.50

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01/11/2019	RE2	SCAN/COPY ( 63 @0.10 PER PG)	6.30
01/11/2019	RE2	SCAN/COPY ( 19 @0.10 PER PG)	1.90
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01/18/2019	RE2	SCAN/COPY ( 29 @0.10 PER PG)	2.90
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01/29/2019	RE2	SCAN/COPY ( 26 @0.10 PER PG)	2.60

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01/29/2019	RE2	SCAN/COPY ( 23 @0.10 PER PG)	2.30
01/29/2019	RE2	SCAN/COPY ( 19 @0.10 PER PG)	1.90
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01/29/2019	RE2	SCAN/COPY ( 25 @0.10 PER PG)	2.50
01/29/2019	RE2	SCAN/COPY ( 25 @0.10 PER PG)	2.50
01/29/2019	RE2	SCAN/COPY ( 25 @0.10 PER PG)	2.50
01/29/2019	RE2	SCAN/COPY ( 26 @0.10 PER PG)	2.60
01/29/2019	RE2	SCAN/COPY ( 35 @0.10 PER PG)	3.50
01/29/2019	RE2	SCAN/COPY ( 23 @0.10 PER PG)	2.30
01/29/2019	RE2	SCAN/COPY ( 23 @0.10 PER PG)	2.30
01/29/2019	RE2	SCAN/COPY ( 22 @0.10 PER PG)	2.20
01/29/2019	RE2	SCAN/COPY ( 24 @0.10 PER PG)	2.40
01/29/2019	RE2	SCAN/COPY ( 25 @0.10 PER PG)	2.50
01/29/2019	RE2	SCAN/COPY ( 27 @0.10 PER PG)	2.70
01/29/2019	RE2	SCAN/COPY ( 24 @0.10 PER PG)	2.40
01/30/2019	RE2	SCAN/COPY ( 41 @0.10 PER PG)	4.10
01/30/2019	RE2	SCAN/COPY ( 19 @0.10 PER PG)	1.90
01/30/2019	RE2	SCAN/COPY ( 19 @0.10 PER PG)	1.90
01/30/2019	RE2	SCAN/COPY ( 18 @0.10 PER PG)	1.80
01/30/2019	RE2	SCAN/COPY ( 19 @0.10 PER PG)	1.90

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01/30/2019	RE2	SCAN/COPY ( 25 @0.10 PER PG)	2.50
01/30/2019	RE2	SCAN/COPY ( 19 @0.10 PER PG)	1.90
01/30/2019	RE2	SCAN/COPY ( 20 @0.10 PER PG)	2.00
01/30/2019	RE2	SCAN/COPY ( 19 @0.10 PER PG)	1.90
01/30/2019	RE2	SCAN/COPY ( 20 @0.10 PER PG)	2.00
01/30/2019	RE2	SCAN/COPY ( 19 @0.10 PER PG)	1.90
01/30/2019	RE2	SCAN/COPY ( 19 @0.10 PER PG)	1.90
01/30/2019	RE2	SCAN/COPY ( 19 @0.10 PER PG)	1.90
01/30/2019	RE2	SCAN/COPY ( 25 @0.10 PER PG)	2.50
01/30/2019	RE2	SCAN/COPY ( 23 @0.10 PER PG)	2.30
01/30/2019	RE2	SCAN/COPY ( 18 @0.10 PER PG)	1.80
01/30/2019	RE2	SCAN/COPY ( 18 @0.10 PER PG)	1.80
01/30/2019	RE2	SCAN/COPY ( 19 @0.10 PER PG)	1.90
01/30/2019	RE2	SCAN/COPY ( 19 @0.10 PER PG)	1.90
01/30/2019	RE2	SCAN/COPY ( 20 @0.10 PER PG)	2.00
01/30/2019	RE2	SCAN/COPY ( 19 @0.10 PER PG)	1.90
01/30/2019	RE2	SCAN/COPY ( 19 @0.10 PER PG)	1.90
01/30/2019	RE2	SCAN/COPY ( 19 @0.10 PER PG)	1.90
01/30/2019	RE2	SCAN/COPY ( 18 @0.10 PER PG)	1.80
01/30/2019	RE2	SCAN/COPY ( 19 @0.10 PER PG)	1.90
01/30/2019	RE2	SCAN/COPY ( 20 @0.10 PER PG)	2.00

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01/30/2019	RE2	SCAN/COPY ( 19 @0.10 PER PG)	1.90
01/30/2019	RE2	SCAN/COPY ( 25 @0.10 PER PG)	2.50
01/30/2019	RE2	SCAN/COPY ( 19 @0.10 PER PG)	1.90
01/31/2019	PAC	Pacer - Court Research	176.10
<b>Total Expenses for this Matter</b>			<b>\$3,730.53</b>

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**REMITTANCE ADVICE**

**Please include this Remittance Advice with your payment**

For current services rendered through 01/31/2019

Total Fees	\$156,855.50
Chargeable costs and disbursements	\$3,730.53
Total Due on Current Invoice.....	\$160,586.03

Outstanding Balance from prior Invoices as of 01/31/2019 (May not reflect recent payments)

Invoice Number	Invoice Date	Fees Billed	Expenses Billed	Balance Due
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<b>Total Amount Due on Current and Prior Invoices</b>	<b>\$160,586.03</b>
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